

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

CYCLE-CRAFT CO., INC.  
d/b/a BOSTON HARLEY-DAVIDSON/BUELL,

Plaintiff,

v.

HARLEY-DAVIDSON MOTOR COMPANY, INC.,  
and BUELL DISTRIBUTION COMPANY, LLC,

Defendants.

Civil Action  
No. 04 11402 NMG

**EXHIBITS IN SUPPORT OF PLAINTIFF  
CYCLE-CRAFT CO., INC.'S OPPOSITION TO  
HARLEY-DAVIDSON'S MOTION FOR SUMMARY JUDGMENT**

**AFFIDAVIT OF CHRISTOPHER C. NEE, ESQ.**

Christopher C. Nee, being duly sworn, states as follows:

1. I am an attorney with the law firm of Goodwin Procter LLP, Exchange Place, Boston, MA 02109. Goodwin Procter represents the plaintiff in the above-captioned action.
2. Attached hereto at Tab 1 is a true and correct copy of the Harley-Davidson Motor Company Dealer Contract, dated September 19, 2000, entered into between Harley-Davidson Motor Company and Cycle-Craft Co., Inc.
3. Attached hereto at Tab 1A is a true and correct copy of the Harley-Davidson Motor Company Dealer Contract Extension entered into between Harley-Davidson Motor Company and Cycle-Craft Co., Inc. in June 2002.
4. Attached hereto at Tab 2 is a true and correct copy of the Harley-Davidson Motor Company General Conditions of Sales and Service.

5. Attached hereto at Tab 3 are a true and correct copies of Harley-Davidson's Non-Retail Sales Policies for the 1991-2004 Model Years.
6. Attached hereto at Tab 4 are true and correct excerpts from the deposition of Jon Flickinger.
7. Attached hereto at Tab 5 is a true and correct copy of the study entitled "Analysis and Recommendations Concerning Export Sales" compiled by the Fontana Group, Inc.
8. Attached hereto at Tab 6 is a true and correct copy of Harley-Davidson's "Non-Retail Policy/P & A Allocation Meeting Minutes," dated May 21, 1992.
9. Attached hereto at Tab 7 are a true and correct excerpts from the deposition of John Atwood.
10. Attached hereto at Tab 8 are true and correct excerpts from the deposition of Ronald Buchbaum.
11. Attached hereto at Tab 9 are true and correct excerpts from the deposition of Sean Walsh.
12. Attached hereto at Tab 10 are true and correct excerpts from the deposition of Jason Marasca.
13. Attached hereto at Tab 11 are true and correct excerpts from the deposition of Al Contois.
14. Attached hereto at Tab 12 are true and correct excerpts from the deposition of Steven Verduyn.

15. Attached hereto at Tab 13 is a true and correct copy of a letter, dated January 11, 2005, from Thomas Wyand, North End Harley-Davidson, Inc., to Mike Malicki, Harley-Davidson Motor Company.

16. Attached hereto at Tab 14 is a true and correct copy of the "Inspection of Records" letter, dated April 20, 2004, from Jon Flickinger to John Atwood.

17. Attached hereto at Tab 15 are true and correct excerpts from the deposition of Michael Stevens.

18. Attached hereto at Tab 16 are true and correct copies of the Bills of Sale from the sales of motorcycles to Florida residents at issue in this dispute.

19. Attached hereto at Tab 17 are true and correct copies of Sales and Warranty Registration forms ("SWRs") from the sales of motorcycles to Florida residents at issue in this dispute.

20. Attached hereto at Tab 18 are true and correct copies of the driver's licenses from the sales of motorcycles to Florida residents at issue in this dispute.

21. Attached hereto at Tab 19 are true and correct excerpts from the deposition of Debra Lunsford.

22. Attached hereto at Tab 20 are true and correct copies of the cashier's checks from the sales of motorcycles to Florida residents at issue in this dispute.

23. Attached hereto at Tab 21 are true and correct excerpts from the deposition of Jeffrey Christensen.

24. Attached hereto at Tab 22 are true and correct copies of the Bills of Sales from the sales of motorcycles to New Hampshire residents at issue in this dispute.

25. Attached hereto at Tab 23 are true and correct copies of the Certificates of Origins from the sales of motorcycles to New Hampshire residents at issue in this dispute.

26. Attached hereto at Tab 24 are true and correct copies of the cashier's checks from the sales of motorcycles to New Hampshire residents at issue in this dispute.

27. Attached hereto at Tab 25 are true and correct copies of the drivers licenses from the sales of motorcycles to New Hampshire residents at issue in this dispute.

28. Attached hereto at Tab 26 is a true and correct copy of the "Notice of Dealer Contract Termination" letter, dated April 20, 2004, from Jon Flickinger to John Atwood.

29. Attached hereto at Tab 27 are true and correct excerpts from the deposition of Kenneth McPhee.

30. Attached hereto at Tab 28 are true and correct excerpts from the deposition of Michael Bloom.

31. Attached hereto at Tab 29 are true and correct excerpts from the deposition of Jamie McGrath.

32. Attached hereto at Tab 30 are true and correct excerpts from the deposition of Dianne Bolden.

33. Attached hereto at Tab 31 are true and correct excerpts from the deposition of Stephen Vesey.

34. Attached hereto at Tab 32 is a true and correct copy of Harley-Davidson's Answers to Plaintiff's Third Set of Interrogatories.

35. Attached hereto at Tab 33 is a true and correct copy of the "Protest Letter," dated March 7, 2003, from Gregory A. Holmes, Esq. to Harry Nichols.

36. Attached hereto at Tab 34 is a true and correct copy of an email "Subject: Boston Market Study," dated December 13, 2002, from Bill Holaday to Mike Malicki and Gene Ostrom.

37. Attached hereto at Tab 35 is a true and correct copy of an email "Subject: RE: SWR Report Needed," dated July 28, 2003, from Steve Verduyn to Mike Malicki and Al Contois.

38. Attached hereto at Tab 36 is a true and correct copy of Harley-Davidson's Supplemental Answers to Interrogatories, signed February 21, 2005.

39. Attached hereto at Tab 37 is a true and correct copy of an email "Subject: RE: Lee Custom Cycle," dated August 12, 2003, from Mike Malicki to Al Contois and Steve Verduyn.

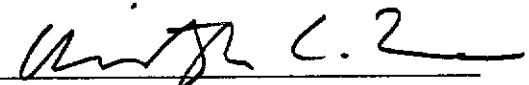
40. Attached hereto at Tab 38 are true and correct copies of Cycle-Craft's Bar and Shield Scoresheets from 2000-2003.

41. Attached hereto at Tab 39 are true and correct excerpts from the deposition of Gene Ostrom.

42. Attached hereto at Tab 40 are true and correct excerpts from the deposition of Michael Malicki.

43. Attached hereto at Tab 41 is a true and correct copy of the Affidavit of John Atwood and accompanying Exhibits A-J.

Signed under penalties of perjury this 16<sup>th</sup> day of September 2005.

  
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Christopher C. Nee